

RECORDATION NO. 18859-Y FILED

SEP 07 '04 3-24 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 7, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and/or Road Numbers, dated as of August 23, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents which were previously filed with the Commission under Recordation Number 18859.

The name and address of the party to the enclosed document are:

Railroad:	Union Pacific Corporation
	1416 Dodge Street, Room 830
	Omaha, Nebraska 68179

Mr. Vernon A. Williams
September 7, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

Locomotives formerly within the series SP 8653 - SP 8653 and now within
the series UP 2729 - UP 2779 as more particularly set forth in the
equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Statement of Change in Reporting Marks and/or Road Numbers.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures



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SURFACE TRANSPORTATION BOARD

August 23, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Statement of Change in Reporting Marks and/or Road Numbers

Dear Secretary:

Please be advised that the reporting marks and/or road numbers of the locomotives identified in the attached schedule have been changed as set forth therein.

UNION PACIFIC RAILROAD COMPANY

By:

A handwritten signature in dark ink, appearing to read "J. Theisen, Jr.", written over a horizontal line.

James J. Theisen, Jr.
Assistant General Counsel

Attachment

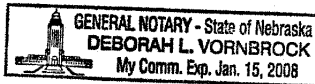
Law Department

UNION PACIFIC RAILROAD
1400 Douglas St., Stop 1580, Omaha, NE 68179-1580
fx. (402) 501-0127

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 23rd day of August, 2004, before me, a Notary Public in and for said County and State, personally appeared James J. Theisen, Jr., who being by me duly sworn, says that he is the Assistant General Counsel of THE UNION PACIFIC RAILROAD COMPANY, that said instrument was signed, on behalf of said corporation and he acknowledged that the execution of said instrument was the free act and deed of the corporation.

IN WITNESS WHEREOF, I have unto set my hand and official seal on the date above mentioned.



Deborah L. Vornbrock
NOTARY PUBLIC

SEAL

SPTC 1994-2

ORIGINAL MARK
AND NUMBER

SP 8653
SP 8654
SP 8657
SP 8658
SP 8659
SP 8663
SP 8665
SP 8667
SP 8668
SP 8672
SP 8676
SP 8680
SP 8682
SP 8688
SP 8697
SP 8698
SP 8702
SP 8703

FINAL MARK
AND NUMBER

UP 2729
UP 2730
UP 2733
UP 2734
UP 2737
UP 2739
UP 2741
UP 2743
UP 2744
UP 2748
UP 2752
UP 2756
UP 2758
UP 2764
UP 2773
UP 2774
UP 2778
UP 2779